

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS**

LAWRENCE ZUCKER, on Behalf of Himself  
and all Others Similarly Situated,

Plaintiff,

- against -

FEDERATED SHAREHOLDER SERVICES  
COMPANY, JOHN F. DONAHUE, J.  
CHRISTOPHER DONAHUE, LAWRENCE D.  
ELLIS, THOMAS G. BIGLEY, JOHN T.  
CONROY, JR., NICHOLAS P.  
CONSTANTAKIS, JOHN F. CUNNINGHAM,  
PETER E. MADDEN, CHARLES F.  
MANSFIELD, JR., JOHN E. MURRAY, JR.,  
MARJORIE P. SMUTS, JOHN S. WALSH,  
and FEDERATED SECURITIES CORP.,

Defendants.

Civil Action No. 05-11831-NMG

**JOINT MOTION TO TRANSFER CASE TO UNITED STATES DISTRICT  
COURT FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

Plaintiff Lawrence Zucker, on behalf of himself and all others similarly situated, and  
Defendants Federated Shareholder Services Company, Federated Securities Corporation, John F.  
Donahue, J. Christopher Donahue, Lawrence D. Ellis, Thomas G. Bigley, John T. Conroy, Jr.,  
Nicholas P. Constantakis, John F. Cunningham, Peter E. Madden, Charles F. Mansfield, Jr., John  
E. Murray, Jr., Marjorie P. Smuts, John S. Walsh (collectively, the “Defendants”), respectfully  
move this Court for an order to transfer this case, pursuant to 28 U.S.C. §§ 1404(a) and 1406(a),  
to the United States District Court for the Western District of Pennsylvania. As grounds for this  
motion, the parties state as follows:

1. On September 8, 2005, Plaintiffs filed a two-count complaint against Defendants asserting a claim under Section 36(b) of the Investment Company Act of 1940 and a claim under state law for breach of fiduciary duty.

2. On December 2, 2005, Defendants moved the Court for an order, pursuant to 28 U.S.C. §§ 1404(a) and 1406(a), to transfer this case to the U.S. District Court for the Western District of Pennsylvania.

3. Plaintiff has reviewed Defendants' motion to transfer and accompanying documents and hereby consents to the transfer of this case to the U.S. District Court for the Western District of Pennsylvania.

4. The parties agree that the Western District of Pennsylvania is the appropriate forum for this action, given that, among other things, (i) there are five cases already pending in that district with similar claims against the Defendants based on Section 36(b) of the Investment Company Act of 1940 (among other statutes and laws), (ii) this case has a limited factual connection to this District, and (iii) most of the key parties are domiciled or based in the Western District of Pennsylvania, most of the material events occurred in that district, and most of the key witnesses and documents are located in that district.

WHEREFORE, the parties respectfully request that this Court enter an order transferring this case to the U.S. District Court for the Western District of Pennsylvania. A proposed order is submitted with this motion.

**LOCAL RULE 7.1(A)(2) CERTIFICATION**

Counsel for the parties conferred and agree that this case should be transferred to the United States District Court for the Western District of Pennsylvania.

December \_\_, 2005

Respectfully submitted,

LAWRENCE ZUCKER, on Behalf of  
Himself and all Others Similarly Situated

By his attorneys,

/s/ Eduard Korsinsky

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Respectfully submitted,

FEDERATED SHAREHOLDER SERVICES  
COMPANY, JOHN F. DONAHUE, J.  
CHRISTOPHER DONAHUE, LAWRENCE  
D. ELLIS, THOMAS G. BIGLEY, JOHN T.  
CONROY, JR., NICHOLAS P.  
CONSTANTAKIS, JOHN F.  
CUNNINGHAM, PETER E. MADDEN,  
CHARLES F. MANSFIELD, JR., JOHN E.  
MURRAY, JR., MARJORIE P. SMUTS,  
JOHN S. WALSH and FEDERATED  
SECURITIES CORP.,

By their attorneys,

/s/ Stuart M. Glass

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